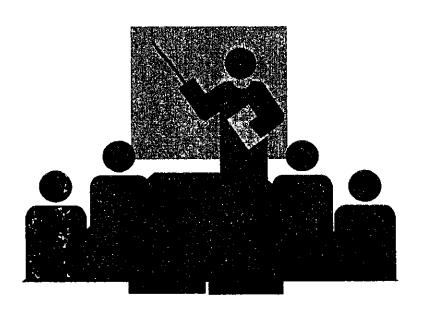


U.S. Board Meeting Update Corporate and Purchasing Card Advisor Meeting June 12, 1996

San Francisco, CA



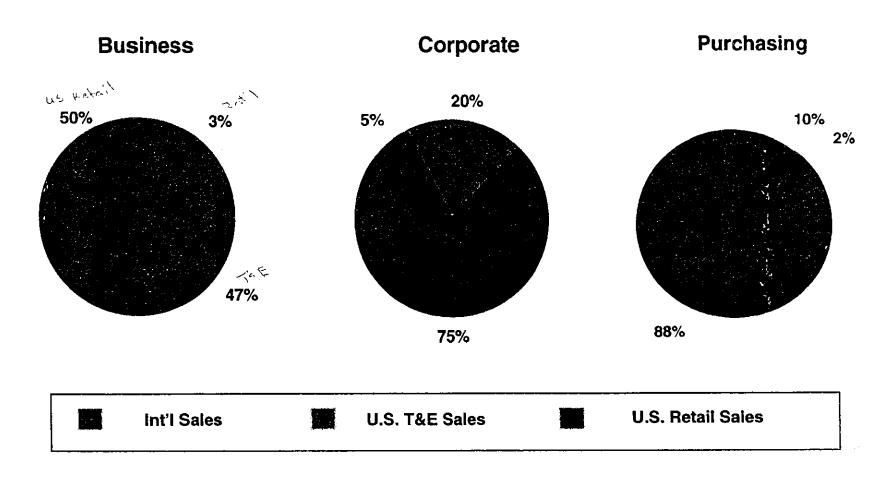
Commercial Card Agenda

- Non-Duality
- Inter-Regional Interchange Rate
- Cross-Border Issuance

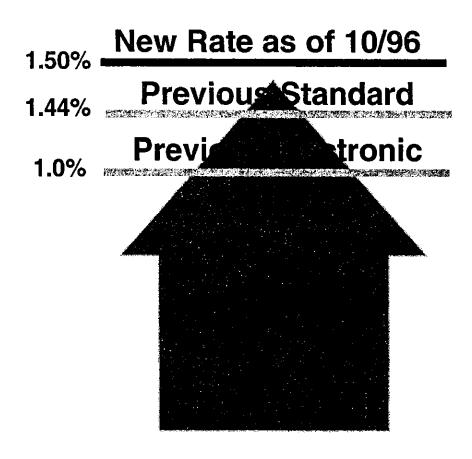
Non-Duality Repealed

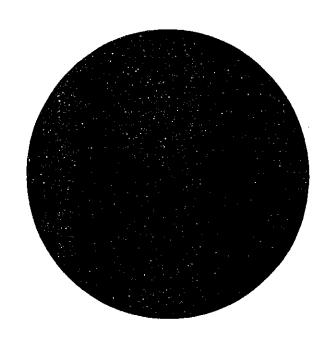
- Improve Viability of Commercial Card Business
- Increase Resources Directed Against Commercial Card Business
- Allow VISA and Members to Focus on Real Competitor --American Express

Mix of US versus International Business by Product



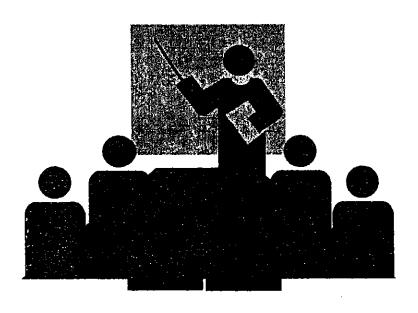
Inter-Regional Interchange Increase





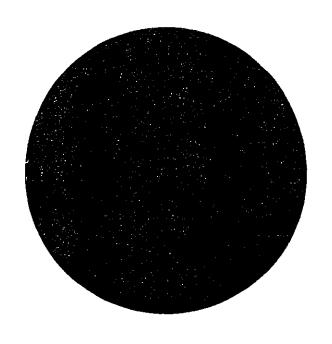
Cross-Border Issuance Discussion

- American Express Competitive Situation Review
- Importance of Commercial Cards Reinforced
- Discussion of Need for Cross-Border Issuance in Commercial Market to Service Multi-Nationals



Commercial Card Agenda Items

- Cross-Border Issuance
- Service Fee Waivers
- Interchange Discussion



Cross-Border Issuance

- Approved by US Board
- Approved by International Board
- Phased Implementation
- Specific Rules Apply

Multi-National Issuance Participation Requirements

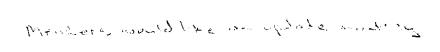
- Each Case of Issuance Must Be Registered With the Visa Region Into Which Cards Are Being Issued
- Issuance Is Permitted When:
 - No Qualified Issuer Exists in the Local Market
 - Qualified Issuers Did Not Respond to Request to Participate in Bid Within Five Business Days of Being Asked
 - Bidding Member Is Unable to Come to Terms With Qualified Local Issuers

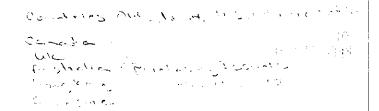
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they shop the deal, le there ien't a taken than you do it. You need to make sure you are sure it

Multi-National Issaunce Participation Requirements

- A BIN Designated for Multi-National Issuance Will Be Required.
- Issuers Must Comply With Local Laws and Local Visa Association Rules.
- Issuer Must Already Be an Approved Issuer of Corporate or Purchasing.
- Must Be Issuing Cards to a Multi-National Corporation, and Cards Can Only Be Issued to Employees of the Corporation.
- Service Fees Will Be Payable at the Local Rate to the Region Into Which Cards Are Issued.
- International Chargeback Rules Will Apply to All Transactions.



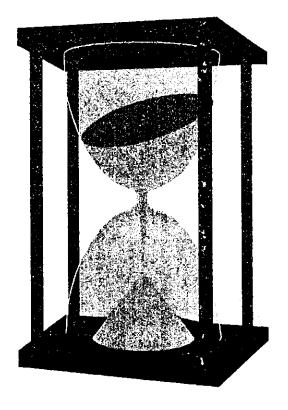


Cross-Border Issuance Timeframes

■ Corporate Card: 10/96

■ Purchasing Card: 7/97

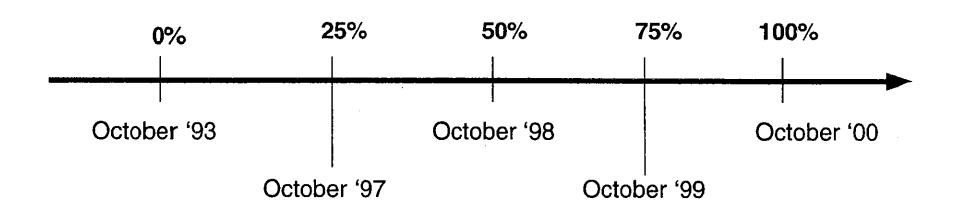
Business Card: Not Applicable



Service Fee Waiver Extension

- Provides Issuers with Additional Financial Support During Critical Start-Up Period
- Extends 100% Service Fee Waiver Another Year
- Service Fees Now Waived Until 10/97
- Fees Phase In Over Three Years

Service Fee Waiver Structure



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Interchange Discussion

- Need to Increase Corporate Card Profitability
- Need to Increase Flow of Data from Point of Sale
- Incentive Rates Can Be Effective In Changing Behavior at the Point of Sale
- Balancing Needs of Issuers with Challenges Facing Acquirers

Conclusions

- Board Clearly Supporting Commercial Card Issues
- Interchange Likely to Go to a Vote in October, 1996
- An Update on Cross-Border Issuance Will Be Given at Next Advisor Meeting